

BYLAWS
THE MCLEAN ROTARY CLUB FOUNDATION, INC.
as amended December 18, 2007 by vote of the Foundation Membership

ARTICLE I

Name

Section 1. The name of the organization is the McLean Rotary Club Foundation, Inc. (hereinafter referred to as the "Foundation"). The Foundation was incorporated on 14 October 1970, as amended and accepted by the State Corporation Commission of the Commonwealth of Virginia.

ARTICLE II

Purpose

Section 1. The Foundation is organized for charitable and educational purposes within the meaning of Section 501 (c) 3 of the Internal Revenue Code and as set forth in the Articles of Incorporation, as amended. Its goal is to build an endowment, while supporting charitable and educational needs, especially in the McLean area.

Section 2. The Foundation shall also function as a repository for funds from The Rotary Club of McLean (hereinafter referred to as the "Club"), from the Foundation Membership, or from the Community. Funds may be accepted for use on current projects (hereinafter referred to as "Current Funds") that support the three avenues of service as established by Rotary International, Community, International and Vocational, or designated for specific uses (hereinafter referred to as "Designated Funds"). Acceptance and disbursement of any and all such funds shall be subject to the approval of the Foundation Board and shall be consistent with the requirements of section 501 (c) 3 of the Internal Revenue Service Code.

ARTICLE III

Membership and Fiscal Year

Section 1. The Membership of the Foundation shall consist of those persons who are members in good standing of the Club.

Section 2. The Fiscal Year of the Foundation shall be the same as the Club Year (hereinafter referred to as the "Year")

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ARTICLE IV

Board of Directors

Section 1. The Foundation shall be governed by a Board of Directors (hereinafter referred to as the "Foundation Board") that shall exercise management control over the affairs and the funds of the Foundation. In addition to the powers and authority expressly conferred upon it by these Bylaws, the Foundation Board may exercise all such powers of the Corporation and do all such lawful acts and other things as are within the powers of the Foundation to do.

Section 2. The Foundation Board shall consist of six (6) voting members. Voting members of the Foundation Board may not be currently serving members of the Club Board. The voting members shall be elected by a majority of the Board of Directors of the Club at a meeting held for that purpose no earlier than January 1 and no later than March 31 of the calendar year in which the newly elected voting Foundation Board member(s) shall assume office. .

Section 3. Voting members of the Foundation Board shall serve three-year terms, which shall be staggered such that two members shall be elected each Year.

Section 4. Voting members may serve a maximum of two (2) consecutive three Year terms.

Section 5. Vacancies, however occurring, of a Voting member of the Foundation Board shall be filled by vote of the Club Board within 60 days of such vacancy. Replacement Foundation Board members shall be selected for the remaining portion of the vacated member's term. Completion of a vacated term shall not count against the two consecutive term limit stated in Section 4 above.

Section 6. Club Liaison: The Club Board shall appoint a member of its Board each Year to serve as the Club Liaison to the Foundation Board. The Club Liaison shall not be a voting member of the Foundation Board.

ARTICLE V

Officers

Section 1. Within thirty (30) days of the election, the incumbent president of the Foundation shall call a meeting of the incumbent directors and the directors-elect of the Foundation for the purpose of electing officers, who shall serve for the coming Rotary Year. Officers shall be elected to the positions of president, vice president, secretary, and treasurer.

Section 2. **PRESIDENT.** It shall be the duty of the president to preside at the meetings of both the Foundation Board and the meetings of the Foundation Membership and to perform such other duties as ordinarily pertain to that office.

Section 3. **VICE PRESIDENT.** It shall be the duty of the vice president to fulfill the duties of the president in his absence and to perform such other duties as ordinarily pertain to that office.

Section 4. **SECRETARY.** It shall be the duty of the secretary to keep records, preserve the minutes of all meetings, to record attendance at Foundation Board meetings, and such other duties as ordinarily pertain to that office.

Section 5. **TREASURER.** It shall be the duty of the treasurer to maintain custody of all funds, and to account for them at least annually and at any other times requested by the Foundation Board. The treasurer shall have the responsibility for causing all appropriate federal, state and local reports and tax documents to be filed, and for performing all other duties ordinarily pertaining to that office.

ARTICLE VI

Meetings and Notice

Section 1. **Membership:** There shall be an Annual Meeting of the Foundation Membership each Year to be held as early as practical within the first Quarter of the Rotary Year. At such meeting the Foundation Board shall provide the Foundation Members with the following:

- A report, from the prior Year President, of the activities and accomplishments of the Foundation.

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- A Year End Financial Statement for the Foundation including details on the Endowment, Designated Funds and Current Funds covering receipts and contributions, disbursements, earnings and the Year end balances.

Section 2. Foundation Board: The Board shall hold a minimum of one meeting each Quarter.

Section 3. Special Meetings

- Membership: Special meetings of the Foundation Membership may be called by the Foundation President, or upon the request of three (3) members of the Foundation Board, or upon the written request of one-third (1/3) of the Foundation Membership.
- Board: Special meetings of the Foundation Board may be called by the President of the Foundation Board, or upon the request of two members of the Foundation Board,

Section 4. Notice: Written notice of the Annual meeting and any special meeting of the Membership or the Board shall be given either by the sending of electronic mail or the posting in the U. S. Mail of such notice, when addressed to the addressees or email addressees of record of the Membership or the Foundation Board as appropriate, no fewer than five (5) and no more than thirty (30) days in advance of the meeting

Section 5. Quorum:

- a. Membership meetings: A quorum shall be a majority of the current Foundation Membership.
- b. Board meetings: A quorum shall be a majority of the voting members of the Foundation Board,

ARTICLE VII

Powers and Operation of the Board

Section 1. All actions of the Foundation Board shall require the vote of a majority of the voting members present.

Section 2. The Foundation Board may adopt such rules and regulations for the conduct of its meetings and the management of the operations and activities of the Foundation, as it may deem appropriate. Otherwise, the rules contained in the most recent edition of Robert's Rules of Order Newly Revised shall govern.

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Section 3. The Foundation Board is authorized to employ persons to maintain the books and records of the Foundation.

ARTICLE VIII

Responsibilities for the Endowment

Section 1. Fiduciary Responsibility

Consistent with the Purpose, Article II, the Foundation Board is responsible for the conservation, investment, distribution and accounting of funds received and accepted by the Foundation

Section 2. Funds available for Distribution

- a. Each Year the new Foundation Board shall, as one of its first acts, determine the funds available for distribution in the current Year. This amount shall be determined consistent with the Purposes defined in Article II.
- b. The amount available for the current Year together with any thoughts concerning use of the funds shall be reported to the Club Board and the Foundation Membership.

Section 3. Selection of Fund Recipients

- a. The Foundation Board shall have final authority for the distribution of Endowment Funds.
- b. The Foundation Board shall endeavor to be supportive of requests from the current Club Board in the use of Endowment funds.

Section 4. Contributions to the Endowment

- a. The Foundation Board shall work to encourage contributions to enhance the Endowment consistent with its stated purpose.
- b. Fundraising efforts of the Foundation shall be coordinated with the Club and shall not conflict with Club efforts.
- c. The Foundation may accept, in its sole discretion, endowment funds with restrictions (designations) upon the use of earnings.

Section 5. Use of Endowment principal

- a. Any intentional use of the Endowment principal shall be an exceptional event. For the purposes of this section the Endowment principal shall equal the fund balance at the beginning of the year less the announced funds available for distribution. (Section 2 above)
- b. First the Foundation Board must approve the proposed use and make recommendation to the Foundation Membership.

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- c. Second the proposal must be approved by a 2/3 vote of the Foundation Membership present at a meeting called for this specific purpose.

ARTICLE IX

Current Funds

Section 1. Acceptance of Funds

- a. The Foundation Board may accept Current Funds from the Club Board, Foundation Membership or the Community, within the restrictions of its 501 (c) 3 limitations.
- b. At the request of the Club Board, the Foundation Board may accept Current Funds for charitable purposes, without specific designation.

Section 2. Disbursement of the Current Fund

- a. The Foundation Board shall authorize disbursement of Current Funds as appropriate in accordance with the recommendation of the current Club Board, within the restrictions of the Foundation's 501(c)3 status.
- b. Current Funds received will be held and accumulated from Year to Year.

Section 3. Earnings of the Current Fund

- a. The Foundation Board shall determine the appropriate repository for holding Current Funds received.
- b. Earnings of Current Funds will remain in the custody of the Foundation and may be used as determined by the Foundation Board.
- c. The Foundation shall maintain records of receipts and disbursements from the Current Fund.

ARTICLE X

Designated Funds

Section 1. Acceptance of Funds

- a. The Foundation Board shall only accept Designated Funds within the restrictions of its 501 (c) 3 limitations.
- b. Requests for the establishment of a Designated Fund shall be made in writing to the Foundation Board. The Foundation Board shall have no obligation to accept any request.

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Section 2. Disbursement of Designated Funds

- a. The Foundation Board shall authorize disbursement of Designated Funds as appropriate in accordance with the designation
- b. All designated funds shall be disbursed by the end of the Year.
- c. Special exception may be made for funds at year-end that are specifically designated with a known timing for disbursement. No new funds may be accepted for a prior Year designation without Foundation Board re-authorization of the designation for the current Year.

Section 3. Earnings of Designated Funds

- a. The Foundation Board shall determine the appropriate repository for holding Designated Funds received.
- b. Earnings of Designated Funds will remain in the custody of the Foundation and may be used as determined by the Foundation Board.
- c. The Foundation shall maintain records of receipts and disbursements from each of the Designated Funds.


ARTICLE XI

Amendments

These Bylaws may be amended by a 2/3 vote of the Membership in attendance at any annual or special meeting of the Membership provided that the proposed changes have been circulated to the Membership with notice of the meeting.

CERTIFICATION OF FOUNDATION SECRETARY

I hereby certify that the foregoing Bylaws of the McLean Rotary Club Foundation, Inc. were approved as amended by a two-thirds vote of the Foundation Membership in attendance at the special meeting of the Foundation Membership held on December 18, 2007, at which a quorum was present. I further certify that notice of the meeting and a copy of the proposed changes were circulated to the Foundation Membership prior to the special meeting.



William M. Stell, Foundation Secretary

December 18, 2007